

DRINKER BIDDLE & REATH LLP

James H. Millar

Clay J. Pierce

Brian P. Morgan

1177 Avenue of the Americas

41st Floor

New York, NY 10036-2714

Tel: (212) 248-3140 (Main)

Fax: (212) 248-3141

E-mail: James.Millar@dbr.com

Clay.Pierce@dbr.com

Brian.Morgan@dbr.com

*Attorneys for Whitebox Advisors, LLC,
Whitebox Multi-Strategy Partners, LP,
and Whitebox Asymmetric Partners, LP*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11
	:	
WESTINGHOUSE ELECTRIC COMPANY	:	Case No. 17-10751 (MEW)
LLC, et al.,	:	
	:	(Jointly Administered)
Debtors.¹	:	
-----X	:	

**APPELLANTS' STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL AND
DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, if any, are: Westinghouse Electric Company LLC (0933), CE Nuclear Power International, Inc. (8833), Fauske and Associates LLC (8538), Field Services, LLC (2250), Nuclear Technology Solutions LLC (1921), PaR Nuclear Holding Co., Inc. (7944), PaR Nuclear, Inc. (6586), PCI Energy Services LLC (9100), Shaw Global Services, LLC (0436), Shaw Nuclear Services, Inc. (6250), Stone & Webster Asia Inc. (1348), Stone & Webster Construction Inc. (1673), Stone & Webster, Inc. d/b/a WECTEC Global Project Services Inc. (8572), Stone & Webster International Inc. (1586), Stone & Webster Services LLC (5448), Toshiba Nuclear Energy Holdings (UK) Limited (N/A), TSB Nuclear Energy Services Inc. (2348), WEC Carolina Energy Solutions, Inc. (8735), WEC Carolina Energy Solutions, LLC (2002), WEC Engineering Services Inc. (6759), WEC Equipment & Machining Solutions, LLC (3135), WEC Specialty LLC (N/A), WEC Welding and Machining, LLC (8771), WECTEC Contractors Inc. (4168), WECTEC LLC (6222), WECTEC Staffing Services LLC (4135), Westinghouse Energy Systems LLC (0328), Westinghouse Industry Products International Company LLC (3909), Westinghouse International Technology LLC (N/A), and Westinghouse Technology Licensing Company LLC (5961). The Debtors' principal offices are located at 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066.

Whitebox Advisors, LLC, Whitebox Multi-Strategy Partners, LP and Whitebox Asymmetric Partners, LP (the “Appellants”), by their undersigned counsel, and pursuant to Rule 8009(a) of the Federal Rules of Bankruptcy Procedure, respectfully submit the following statement of issues to be presented on appeal and designation of items for inclusion in the record on appeal in connection with the Appellants’ appeal of the United States Bankruptcy Court for the Southern District of New York’s (the “Bankruptcy Court”) (i) *Bench Decision Regarding Objections by Various Landstar Entities to Notices of Partial Transfers of Claim filed by Various Whitebox Entities*, entered in the above referenced cases on August 1, 2018 [ECF No. 3706]² (the “Bench Decision”); and (2) *Order Regarding Objections by Various Landstar Entities to Notices of Partial Transfers of Claim filed by Various Whitebox Entities*, entered on August 1, 2018 [ECF No. 3707] (the “Order”).

STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL

1. Did the Bankruptcy Court err in concluding that the Appellants and Landstar Global Logistics, Inc., Landstar Inway, Inc. and Landstar Express America, Inc. (the “Appellees”) did not enter into a binding, enforceable “Type II” agreement under *Bear Stearns Investment Products, Inc. v. Hitachi Automotive Products (USA), Inc.*, 401 B.R. 598 (S.D.N.Y. 2009), to effectuate the sale of Appellees’ proofs of claim to Appellants, where Appellees agreed to sell specified proofs of claims to Appellants at a specific price, and Appellants accepted?

² Except where otherwise noted, references to “ECF No.” are to the jointly-administered docket for the above-captioned debtors’ (collectively, the “Debtors”) chapter 11 cases (the “Bankruptcy Cases”) in the Bankruptcy Court (Case No. 17-10751-mew).

DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL³

A. Items That Appear on the Docket in the Bankruptcy Cases

Item No.	ECF No.	Date	Description
1	2428	2/6/18	Partial Transfer of Claim Other Than for Security Transferor: Landstar Inway (Claim No. 1543, Amount \$120,823.05) To Whitebox Multi-Strategy Partners, LP
2	2429	2/6/18	Partial Transfer of Claim Other Than for Security Transferor: Landstar Global (Claim No. 848, Amount \$248,854.97) To Whitebox Asymmetric Partners, LP
3	2430	2/6/18	Partial Transfer of Claim Other Than for Security Transferor: Landstar Global (Claim No. 848, Amount \$269,592.88) To Whitebox Multi-Strategy Partners, LP
4	2431	2/6/18	Partial Transfer of Claim Other Than for Security Transferor: Landstar Express America (Claim No. 853, Amount \$1,747.52) To Whitebox Asymmetric Partners, LP
5	2432	2/6/18	Partial Transfer of Claim Other Than for Security Transferor: Landstar Express America (Claim No. 853, Amount \$1,893.14) To Whitebox Multi-Strategy Partners, LP
6	2433	2/6/18	Partial Transfer of Claim Other Than for Security Transferor: Landstar Inway (Claim No. 1543, Amount \$111,528.97) To Whitebox Asymmetric Partners, LP
7	2857	3/15/18	Objection of Landstar Global Logistics, Inc., Landstar Inway, Inc. and Landstar Express America, Inc. to Notices of Partial Transfer of Claim Other Than for Security
8	3015	4/2/18	Notice of Hearing of Objection of Landstar Global Logistics, Inc., Landstar Inway, Inc. and Landstar Express America, Inc. to Notices of Partial Transfer of Claim Other Than for Security
9	3263	5/24/18	Letter re: Partial Transfers of Claim Other than for Security Filed by Landstar Express America, Inc., Landstar Global Logistics, Inc. and Landstar Inway, Inc.
10	3266	5/24/18	Whitebox's Supplemental Brief

³ For the avoidance of doubt, the items designated herein for the record on appeal shall include all exhibits, submissions, appendices, and/or other related documents filed with each item and, with respect to hearing transcripts or other transcripts of proceedings designated herein, any and all documents admitted into evidence at such hearing or other proceeding.

Item No.	ECF No.	Date	Description
11	3402	6/1/18	Transcript regarding Hearing Held on 05/30/18
12	3505	6/28/18	Letter to the Hon. Michael E. Wiles Filed by Daniel A. Fliman on behalf of Whitebox Advisors LLC, Whitebox Multi-Strategy Partners, LP and Whitebox Asymmetric Partners, LP
13	3597	7/18/18	Pre-Trial Order signed on 7/16/2015 RE: Trial (Landstar's objection to Whitebox's notices of partial transfer of claim)
14	3603	7/19/18	Statement of Supplemental Authority
15	3604	7/19/18	Letter to the Court regarding supplemental authority Filed by Landstar Express America, Inc., Landstar Global Logistics, Inc. and Landstar Inway, Inc.
16	3691	7/24/18	Transcript regarding Evidentiary Hearing Held on 07/18/18
17	3706	8/1/18	Bench Decision Regarding Objections by Various Landstar Entities to Notices of Partial Transfers of Claim filed by Various Whitebox Entities
18	3707	8/1/18	Order Regarding Objections by Various Landstar Entities to Notices of Partial Transfers of Claim filed by Various Whitebox Entities
19	3709	7/25/18	Transcript regarding Hearing Held on 7/20/18
20	3732	8/14/18	Notice of Appeal

B. Other Items

Item No.	ECF No.	Date	Description
21	N/A	8/28/18	The Bankruptcy Cases Docket as of August 28, 2018

C. Appellants' Exhibits Entered Into Evidence at the July 18, 2018 Evidentiary Hearing

Item No.	ECF No.	Exhibit No.	Description
22		DX 1	Email from J. Belardo to D. Bowers, attached hereto as part of Group Exhibit 1
23		DX 2	Email from D. Bowers to J. Belardo, attached hereto as part of Group Exhibit 1
24		DX 3	Email from J. Belardo to D. Bowers, attached hereto as part of Group Exhibit 1
25		DX 4	Email from S. Friedberg to R. Feinstein, attached hereto as part of Group Exhibit 1

Item No.	ECF No.	Exhibit No.	Description
26		DX 5	Email from J. Belardo to D. Bowers, attached hereto as part of Group Exhibit 1
27		DX 6	Email from J. Belardo to D. Bowers, attached hereto as part of Group Exhibit 1
28		DX 7	Email from D. Bowers to J. Belardo, attached hereto as part of Group Exhibit 1
29		DX 8	Email from J. Belardo to D. Bowers, attached hereto as part of Group Exhibit 1
30		DX 9	Email from J. Belardo to D. Bowers, attached hereto as part of Group Exhibit 1
31		DX 10	Email from M. Woodruff to J. Belardo, attached hereto as part of Group Exhibit 1
32		DX 11	Email from A. Patel to D. Fliman, I. Sasson, E. Kuznick, attached hereto as part of Group Exhibit 1
33		DX 12	Email from A. Patel to D. Fliman, I. Sasson, E. Kuznick, attached hereto as part of Group Exhibit 1
34		DX 13	Email from J. Belardo to D. Bowers, attached hereto as part of Group Exhibit 1
35		DX 14	Bloomberg Message Summary, attached hereto as part of Group Exhibit 1
36		DX 15	Email from I. Sasson to A. Patel, D. Fliman, E. Kuznick, attached hereto as part of Group Exhibit 2
37		DX 16	Email from J. Belardo to D. Bowers, attached hereto as part of Group Exhibit 2
38		DX 17	Email from A. Patel to D. Fliman, I. Sasson, E. Kuznick, attached hereto as part of Group Exhibit 2
39		DX 18	Email from J. Belardo to D. Bowers, attached hereto as part of Group Exhibit 2
40		DX 19	Email from K. Spryte to J. Belardo, D. Bowers, attached hereto as part of Group Exhibit 2
41		DX 20	Email from M. Woodruff to J. Belardo, attached hereto as part of Group Exhibit 2
42		DX 21	Email from J. Belardo to K. Spryte, D. Bowers, attached hereto as part of Group Exhibit 2
43		DX 22	Email from M. Woodruff to J. Belardo, attached hereto as part of Group Exhibit 2
44		DX 23	Email from J. Belardo to M. Woodruff, K. Fanning, attached hereto as part of Group Exhibit 2
45		DX 24	Email from S. Friedberg to I. Sasson, R. Feinstein, attached hereto as part of Group Exhibit 2
46		DX 25	Email from S. Friedberg to A. Patel, attached hereto as part of Group Exhibit 2
47		DX 26	Email from J. Belardo to M. Woodruff, attached hereto as part of Group Exhibit 2

Item No.	ECF No.	Exhibit No.	Description
48		DX 27	Email from M. Woodruff to J. Belardo, attached hereto as part of Group Exhibit 2
49		DX 28	Email from J. Belardo to M. Woodruff, attached hereto as part of Group Exhibit 2
50		DX 29	Email from J. Belardo to M. Woodruff, attached hereto as part of Group Exhibit 2
51		DX 30	Bloomberg Message Summary, attached hereto as part of Group Exhibit 2
52		DX 31	Email from S. Friedberg to I. Sasson, R. Feinstein, attached hereto as part of Group Exhibit 2
53		DX 32	Email from S. Friedberg to I. Sasson, R. Feinstein, attached hereto as part of Group Exhibit 2
54		DX 33	Email from S. Friedberg to I. Sasson, R. Feinstein, attached hereto as part of Group Exhibit 3
55		DX 34	Email from R. Feinstein to S. Friedberg, attached hereto as part of Group Exhibit 3
56		DX 35	Email from J. Belardo to M. Woodruff, attached hereto as part of Group Exhibit 3
57		DX 36	Email from J. Belardo to S. Friedberg, attached hereto as part of Group Exhibit 3
58		DX 37	Email from D. Fliman to A. Patel, C. Delano, S. Friedberg, attached hereto as part of Group Exhibit 3
59		DX 38	Email from K. Fanning to J. Belardo, attached hereto as part of Group Exhibit 3
60		DX 39	Email from S. Friedberg to A. Patel, attached hereto as part of Group Exhibit 3
61		DX 40	Bloomberg Message Summary, attached hereto as part of Group Exhibit 3

D. Appellees' Exhibits Entered Into Evidence at the July 18, 2018 Evidentiary Hearing

Item No.	ECF No.	Exhibit No.	Description
62		PX 1	January 24, 2018 Email from James Belardo to Dawn Bowers, attached hereto as part of Group Exhibit 4
63		PX 2	January 24, 2018 Email from James Belardo to Dawn Bowers, attached hereto as part of Group Exhibit 4
64		PX 3	January 24, 2018 Email from James Belardo to Dawn Bowers, copying Spryte Kimmey, attached hereto as part of Group Exhibit 4
65		PX 3-A	Attachment to PX 3, attached hereto as part of Group Exhibit 4

Item No.	ECF No.	Exhibit No.	Description
66		PX 4	January 24, 2018 Email from Amit Patel to Daniel A. Fliman, Isaac S. Sasson, and Emily L. Kuznick, copying Cindy Chen Delano, Rick Feinstein, and Scott Friedberg, attached hereto as part of Group Exhibit 4
67		PX 5	January 24, 2018 Email from Scott Friedberg to Isaac S. Sasson, Amit Patel, Daniel A. Fliman, and Emily L. Kuznick, copying Cindy Chen Delano and Rick Feinstein, attached hereto as part of Group Exhibit 4
68		PX 6	January 24, 2018 Email from James Belardo to Dawn Bowers, copying Spryte Kimmey, attached hereto as part of Group Exhibit 4
69		PX 6-A	Attachment to PX 6, attached hereto as part of Group Exhibit 4
70		PX 7	January 24, 2018 Email from Isaac S. Sasson to Amit Patel, Daniel A. Fliman, and Emily L. Kuznick, copying Cindy Chen Delano, Rick Feinstein, and Scott Friedberg, attached hereto as part of Group Exhibit 4
71		PX 7-A	Attachment to PX 7, attached hereto as part of Group Exhibit 4
72		PX 8	January 25, 2018 Email from Amit Patel to Scott Friedberg, copying Isaac, attached hereto as part of Group Exhibit 4
73		PX 9	January 25, 2018 Email from James Belardo to Michael Woodruff, attached hereto as part of Group Exhibit 4
74		PX 10	January 25, 2018 Email from Scott Friedberg to Amit Patel, Isaac S. Sasson, and Rick Feinstein, copying Cindy Chen Delano, Daniel A. Fliman, and Emily L. Kuznick, attached hereto as part of Group Exhibit 4
75		PX 11	January 26, 2018 Calendar invitation from Michael Woodruff to Kevin Fanning and Joel D. Appelbaum, attached hereto as part of Group Exhibit 4
76		PX 12	January 26, 2018 Calendar invitation from Michael Woodruff to Spryte Kimmey, Dawn Bowers, Kevin Fanning, and Joel D. Appelbaum, attached hereto as part of Group Exhibit 4
77		PX 13	January 29, 2018 Email from Scott Friedberg to Isaac S. Sasson and Rick Feinstein, copying Amit Patel, Cindy Chen Delano, Daniel A. Fliman, and Emily L. Kuznick, attached hereto as part of Group Exhibit 4

Item No.	ECF No.	Exhibit No.	Description
78		PX 14	January 29, 2018 Email from Scott Friedberg to Isaac S. Sasson and Rick Feinstein, copying Amit Patel, Cindy Chen Delano, Daniel A. Fliman, and Emily L. Kuznick, attached hereto as part of Group Exhibit 4
79		PX 15	January 30, 2018 Email from Scott Friedberg to Amit Patel, attached hereto as part of Group Exhibit 4
80		PX 16	January 30, 2018 Bloomberg Chat Session including James Belardo and Scott Friedberg, attached hereto as part of Group Exhibit 5
81		PX 17	January 30, 2018 Email from Scott Friedberg to Daniel A. Fliman, copying Amit Patel, attached hereto as part of Group Exhibit 5
82		PX 18	January 30, 2018 Email from Kevin A. Fanning to James Belardo, copying Scott Friedberg, Jonathan Silverman, and Joel D. Appelbaum, attached hereto as part of Group Exhibit 5
83		PX 18-A	Attachment to PX 18, attached hereto as part of Group Exhibit 5
84		PX 19	January 30, 2018 Email from Daniel A. Fliman to Amit Patel, Cindy Chen Delano, and Scott Friedberg, copying Emily L. Kuznick and Isaac S. Sasson, attached hereto as part of Group Exhibit 5
85		PX 20	January 30, 2018 Email from Scott Friedberg to Amit Patel, copying Isaac S. Sasson, Jonathan Silverman, and Rick Feinstein, attached hereto as part of Group Exhibit 5

[Remainder of Page Left Intentionally Blank]

RESERVATION OF RIGHTS

Appellants expressly reserve, and do not waive, the right to amend, supplement, or otherwise modify the foregoing designations, and/or to object to or move to strike any item designated for inclusion in the record on appeal by any other party. This filing is made expressly subject to, and without waiver of any and all rights, remedies, challenges, and objections.

Dated: August 28, 2018
New York, New York

DRINKER BIDDLE & REATH LLP

/s/ James H. Millar

James H. Millar

Clay J. Pierce

Brian P. Morgan

1177 Avenue of the Americas, 41st Fl.

New York, NY 10036-2714

Tel: (212) 248-3140

Fax: (212) 248-3141

james.millar@dbr.com

clay.pierce@dbr.com

brian.morgan@dbr.com

*Counsel for Whitebox Advisors, LLC, Whitebox
Multi-Strategy Partners, LP and Whitebox
Asymmetric Partners, LP*